

Fill in this information to identify the case (Select only one Debtor per claim form):

<input type="checkbox"/> Sears Holdings Corporation (18-23538)	<input type="checkbox"/> MaxServ, Inc. (18-23550)	<input type="checkbox"/> Wally Labs LLC (18-23563)	<input type="checkbox"/> Kmart of Michigan, Inc. (18-23576)
<input type="checkbox"/> Sears, Roebuck and Co. (18-23537)	<input type="checkbox"/> Private Brands, Ltd. (18-23551)	<input type="checkbox"/> Big Beaver of Florida Development, LLC (18-23564)	<input type="checkbox"/> SHC Desert Springs, LLC (18-23577)
<input type="checkbox"/> Kmart Holding Corporation (18-23539)	<input type="checkbox"/> Sears Development Co. (18-23552)	<input type="checkbox"/> California Builder Appliances, Inc. (18-23565)	<input type="checkbox"/> SOE, Inc. (18-23578)
<input type="checkbox"/> Kmart Operations LLC (18-23540)	<input type="checkbox"/> Sears Holdings Management Corporation (18-23553)	<input type="checkbox"/> Florida Builder Appliances, Inc. (18-23566)	<input type="checkbox"/> StarWest, LLC (18-23579)
<input type="checkbox"/> Sears Operations LLC (18-23541)	<input type="checkbox"/> Sears Home & Business Franchises, Inc. (18-23554)	<input type="checkbox"/> KBL Holding Inc. (18-23567)	<input type="checkbox"/> STI Merchandising, Inc. (18-23580)
<input type="checkbox"/> ServiceLive, Inc. (18-23542)	<input type="checkbox"/> Sears Home Improvement Products, Inc. (18-23555)	<input type="checkbox"/> KLC, Inc. (18-23568)	<input type="checkbox"/> Troy Coolidge No. 13, LLC (18-23581)
<input type="checkbox"/> A&E Factory Service, LLC (18-23543)	<input type="checkbox"/> Sears Insurance Services, L.L.C. (18-23556)	<input type="checkbox"/> Sears Protection Company (Florida), L.L.C. (18-23569)	<input type="checkbox"/> BlueLight.com, Inc. (18-23582)
<input type="checkbox"/> A&E Home Delivery, LLC (18-23544)	<input type="checkbox"/> Sears Procurement Services, Inc. (18-23557)	<input type="checkbox"/> Kmart of Washington LLC 18-23570	<input type="checkbox"/> Sears Brands, L.L.C. (18-23583)
<input type="checkbox"/> A&E Lawn & Garden, LLC (18-23545)	<input type="checkbox"/> Sears Protection Company (18-23558)	<input type="checkbox"/> Kmart Stores of Illinois LLC 18-23571	<input type="checkbox"/> Sears Buying Services, Inc. (18-23584)
<input type="checkbox"/> A&E Signature Service, LLC (18-23546)	<input type="checkbox"/> Sears Protection Company (PR) Inc. (18-23559)	<input type="checkbox"/> Kmart Stores of Texas LLC (18-23572)	<input type="checkbox"/> Kmart.com LLC 18-23585
<input type="checkbox"/> FBA Holdings Inc. (18-23547)	<input type="checkbox"/> Sears Roebuck Acceptance Corp. (18-23560)	<input type="checkbox"/> MyGofer LLC 18-23573	<input type="checkbox"/> Sears Brands Management Corporation (18-23586)
<input type="checkbox"/> Innovel Solutions, Inc. (18-23548)	<input type="checkbox"/> Sears, Roebuck de Puerto Rico, Inc. (18-23561)	<input type="checkbox"/> Sears Brands Business Unit Corporation (18-23574)	<input type="checkbox"/> SHC Licensed Business LLC (18-23616)
<input checked="" type="checkbox"/> Kmart Corporation (18-23549)	<input type="checkbox"/> SYW Relay LLC (18-23562)	<input type="checkbox"/> Sears Holdings Publishing Company, LLC (18-23575)	<input type="checkbox"/> SHC Promotions LLC 18-23630

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04/16

Modified Official Form 410**Proof of Claim**

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense, other than a claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9). Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part I Identify the Claim

1. Who is the current creditor?	iStar Jewelry LLC Name of the current creditor (the person or entity to be paid for this claim) Other names the creditor used with the debtor SGG, Inc. / Stanley Creations, Inc.		
2. Has this claim been acquired from someone else?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____		
3. Where should notices and payments to the creditor be sent?	Where should notices to the creditor be sent? Carl J. Soranno, Esq. Brach Eichler LLC 101 Eisenhower Parkway Roseland, NJ 07068	Where should payments to the creditor be sent? (if different)	
	Contact phone (973) 228-5700 Contact email csoranno@bracheichler.com	Contact phone _____ Contact email _____	
4. Does this claim amend one already filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____/_____/_____		
5. Do you know if anyone else has filed a proof of claim for this claim?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____		

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____
7. How much is the claim?	\$ <u>54,922.18</u> . Does this amount include interest or other charges?
	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
8. What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or creditcard. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information.
Goods Sold	
9. Is all or part of the claim secured?	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. The claim is secured by a lien on property. Nature of property: <input type="checkbox"/> Real estate. If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i> . <input type="checkbox"/> Motor vehicle <input checked="" type="checkbox"/> Other. Describe: <u>Various Items of Jewelry, Proceeds of Sales of Jewelry</u>
	Basis for perfection: <u>Reclamation Demand</u> Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
Value of property:	\$ <u>54,922.18</u>
Amount of the claim that is secured:	\$ <u>43,420.64</u>
Amount of the claim that is unsecured:	\$ _____ (The sum of the secured and unsecured amounts should match the amount in line 7.)
Amount necessary to cure any default as of the date of the petition:	\$ <u>54,922.18</u>
Annual Interest Rate (when case was filed) _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable	
10. Is this claim based on a lease?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Amount necessary to cure any default as of the date of the petition: \$ _____
11. Is this claim subject to a right of setoff?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

- No
 Yes. Check one:

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

	Amount entitled to priority
<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	\$ _____
<input type="checkbox"/> Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ _____
<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	\$ _____
<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$ _____
<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____
<input checked="" type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)(2) that applies.	<u>21,092.58</u>

* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)?

- No
 Yes. Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim. \$ 21,092.58

Part 3: Sign Below

The person completing this proof of claim must sign and date it.
FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.
18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- I am the creditor.
 I am the creditor's attorney or authorized agent.
 I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
 I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 12/05/2018 (mm/dd/yyyy)

Signature

Print the name of the person who is completing and signing this claim:

Name of the person who is completing and signing this claim:

Name Carl J. Soranno, Esq. First name Carl Middle name J. Last name Soranno

Title Member

Company Brach Eichler LLC

Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 101 Eisenhower Parkway

Number 101 Street Eisenhower Parkway

Roseland NJ 07068

City Roseland State NJ ZIP Code 07068

Contact phone 973-228-5700 Email csoranno@bracheichler.com

iStar Jewelry LLC

Proof of Claim: Exhibit "A"

Debtor: Kmart Corporation
Bk. No.: 18-23549
Chapter: 11

Monies Due For Goods Sold to Kmart Corporation

Debt	Amounts Due
Pre-Petition Sale of Goods to Kmart Within 20 Days of Bankruptcy - (503(b)(9) Claim	\$21,092.58 (See Ex. "B")
Pre-Petition Sale of Goods to Kmart Before 20 Days of Bankruptcy	\$33,829.60 (See Ex. "C")

Total Proof of Claim (Asset Sales) **\$54,922.18**

Amount Subject to Reclamation Claim **\$43,420.64** (See Exhibit "D")

INV/CR	ACCT	INV #	DUE	SHIP DATE / INVOICE DATE	DUE DATE
INVOICE	JKMART	18098915	6,320.00	10/2/2018	12/1/2018
INVOICE	JKMART	18099220	13,205.02	10/2/2018	12/1/2018
INVOICE	JKMART	18098793	325.25	9/28/2018	11/27/2018
INVOICE	JKMART	18098692	1,242.31	9/28/2018	11/27/2018
Total 503(b)(9) Claim (Asset)			21,092.58		

INV/CR	ACCT	INV #	DUE	SHIP DATE / INVOICE DATE	DUE DATE
INVOICE	JKMART	18097732	2,122.50	9/19/2018	11/18/2018
INVOICE	JKMART	18097355	1,228.79	9/18/2018	11/17/2018
INVOICE	JKMART	18400173	16,988.87	9/13/2018	11/12/2018
INVOICE	JKMART	18096538	1,987.90	9/7/2018	11/6/2018
INVOICE	JKMART	18095767	1,957.80	8/30/2018	10/29/2018
INVOICE	JKMART	18094825	1,770.37	8/21/2018	10/20/2018
INVOICE	JKMART	18093958	2,953.21	8/15/2018	10/14/2018
INVOICE	JKMART	18093363	2,681.62	8/6/2018	9/5/2018
INVOICE	JKMAR.	18093223	7.00	7/19/2018	8/18/2018
INVOICE	JKMAR.	18093227	7.21	7/19/2018	8/18/2018
INVOICE	JKMAR.	18093226	10.57	7/19/2018	8/18/2018
INVOICE	JKMAR.	18093225	10.58	7/19/2018	8/18/2018
INVOICE	JKMAR.	18093224	38.32	7/19/2018	8/18/2018
INVOICE	JKMAR.	18090561	6.17	7/17/2018	8/16/2018
INVOICE	JKMAR.	18090562	18.24	7/17/2018	8/16/2018
INVOICE	JKMAR.	18090044	7.00	7/16/2018	8/15/2018
INVOICE	JKMAR.	18090046	7.00	7/16/2018	8/15/2018
INVOICE	JKMAR.	18090041	9.30	7/16/2018	8/15/2018
INVOICE	JKMAR.	18090042	11.29	7/16/2018	8/15/2018
INVOICE	JKMAR.	18090045	12.12	7/16/2018	8/15/2018
INVOICE	JKMAR.	18090043	40.38	7/16/2018	8/15/2018
INVOICE	JKMAR.	18090048	43.51	7/16/2018	8/15/2018
INVOICE	JKMAR.	18090049	43.85	7/16/2018	8/15/2018
INVOICE	JKMAR.	18090047	50.06	7/16/2018	8/15/2018
INVOICE	JKMAR.	18090050	61.69	7/16/2018	8/15/2018
INVOICE	JKMAR.	18089627	7.00	7/13/2018	8/12/2018
INVOICE	JKMAR.	18089626	24.85	7/13/2018	8/12/2018
INVOICE	JKMAR.	18089628	35.43	7/13/2018	8/12/2018
INVOICE	JKMAR.	18089625	61.69	7/13/2018	8/12/2018
INVOICE	JKMAR.	18089500	11.91	7/12/2018	8/11/2018
INVOICE	JKMART	18079578	1,580.53	6/12/2018	8/11/2018
INVOICE	JKMAR.	16178718	26.61	12/5/2016	1/4/2017
INVOICE	JKMAR.	16174182	6.23	11/28/2016	12/28/2016

TOTAL 33,829.60

B R A C H | E I C H L E R LLC

Carl J. Soranno
Direct Dial: 973-403-3127
Direct Fax: 973-618-5527
E-mail: csoranno@bracheichler.com

October 24, 2018

VIA OVERNIGHT DELIVERY & E-MAIL

Jacqueline Marcus, Esq.
Ray Schrock, Esq.
Weil Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153

Re: Sears Holding Corp, et. al.
Chapter 11 Case No.: 18-23538(RDD)
Demand for Reclamation of Goods Pursuant to 11 U.S.C. § 546(c).

Counsel:

This office represents creditor, iStar Jewelry LLC d/b/a Stanley Creations ("Stanley Creations") in connection with the above referenced matter currently pending before the United States Bankruptcy Court, Southern District of New York.

I am writing to you with respect to certain goods sold by Stanley Creations to Sears Holding Corp. and its subsidiaries/affiliates within the forty-five (45) day period preceding the Debtors' Chapter 11 Bankruptcy Petition filed on Monday, October 15, 2018 (the "Goods"). In total, Stanley Creations sold \$173,944.36 in Goods to Sears and another \$43,420.64 to Kmart within the forty-five day period preceding the Debtors' bankruptcy. True and correct copies of spreadsheets reflecting the goods invoiced, Invoice Nos. and sale dates for all goods sold are enclosed herein.

These goods were sold to the Debtors on credit and received by the Debtors during the period that they were insolvent.¹ Pursuant to 11 U.S.C. § 546(c), demand is hereby made for the immediate return of these goods.

5 Penn Plaza, 23rd Floor
New York, New York 10001
212 806.3974

101 Eisenhower Parkway
Roseland, New Jersey 07068
973.228.5700

2875 South Ocean Blvd., Suite 200
Palm Beach, Florida 33480
561.899.0177

www.bracheichler.com

Jadqueline Marcus, Esq.

Ray Schrock, Esq.

October 24, 2018

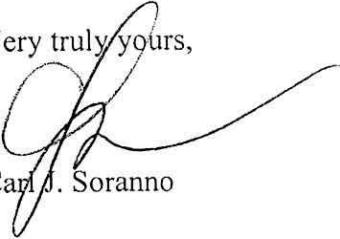
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You are further notified that all goods subject to Stanley Creations' reclamation rights should be protected and segregated, and are not to be used for any purpose whatsoever except by agreement of the parties or following notice and hearing before the United States Bankruptcy Court.

Upon your receipt of this letter, please contact my office for instructions concerning the return of the goods to Stanley Creations and to confirm that Sears and its subsidiaries shall take all required steps to segregate the goods subject to this reclamation demand pending their return to Stanley Creations and that your client has been advised accordingly.

Thank you for your anticipated courtesies regarding the foregoing. Should you have any questions or concerns, please do not hesitate to contact me.

Very truly yours,



Carl J. Soranno

CJS:jpm

Enclosures:

¹ Stanley Creations also sells goods to Sears and its subsidiaries on consignment, which are secured by a UCC-1 financing statement. Stanley Creations is not demanding return of the consigned goods, as any goods by the Debtors will constitute an administrative expense claim of the Debtors' bankruptcy estate.

ORIGIN ID:MMJA (973) 364-8323
JOHN MARTIN
BRACH EICHLER L.L.C.
101 EISENHOWER PARKWAY

ROSELAND, NJ 07068
UNITED STATES US

SHIP DATE: 19DEC18
ACTWGT: 1.00 LB
CAD: 107013092/NET4040

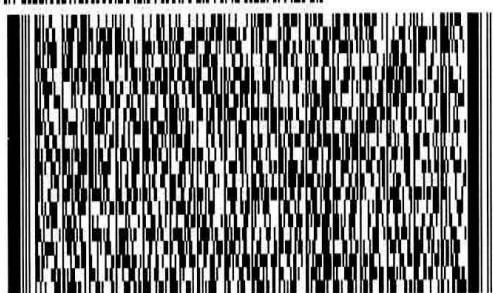
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SEARS HOLDING CORP. CLAIMS PROCESSI
850 3RD AVENUE
SUITE 412
BROOKLYN NY 11232

(212) 257-5450
INV.
PO:

REF: CHE228-270469
DEPT:

552.J2/E4.AF/DCAS



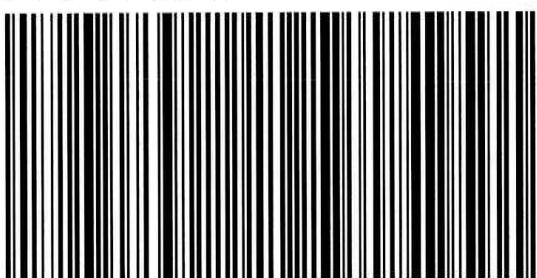
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